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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Aripeka Estates, LLC

Signature

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as managing member, hereby adopts these Articles of Organization and forms a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and pursuant to other applicable laws of the State of Florida, as follows:

ARTICLE I - Limited Liability Company Name

The name of the Limited Liability Company is:

ARIPEKA ESTATES, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

**4821 U.S. Highway 19, Suite 3
New Port Richey, Florida 34652**

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

Thirty (30) years or as may be sooner dissolved.

ARTICLE IV - Management

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

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Constantine Kalogianis
4821 U.S. Highway 19, Suite 3
New Port Richey, Florida 34652

Kathy Kalogianis
4821 U.S. Highway 19, Suite 3
New Port Richey, Florida 34652

Alexander Mourtakos
391 Dixie Highway
Tarpon Springs, Florida 34689

Alexander N. Mourtakos
387 Dixie Highway
Tarpon Springs, Florida 34689

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Constantine Kalogianis
4821 U.S. Highway 19, Suite 3
New Port Richey, Florida 34652

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent in the state is:

Constantine Kalogianis
4821 U. S. Highway 19, Suite 3
New Port Richey, Florida 34652

as its registered agent to accept service of process within the State of Florida. I hereby am familiar with and accept the duties and responsibilities as registered agent for ARJPEKA ESTATES, LLC.

ARTICLE VI - PURPOSE

The purpose of the Limited Liability Company is:

The purpose of the Limited Liability Company is to engage in any and all lawful business for which the Limited Liability Company may be organized under general law, except that special statutes for the regulation and control of specific types of business shall control when in conflict therewith as provided by Chapter 608.403, Florida Statutes.

ARTICLE VII - AMENDMENT

The Articles of Organization may be amended by:

These Articles of Organization may be amended by the filing of a Certificate of Amendment thereto with the Department of State in the manner provide by Chapter 608.411, Florida Statutes.

ARTICLE VIII - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No person may be admitted as a member unless each member consents in writing to the admission of an additional member as provided for in Chapter 608.4232, Florida Statutes, unless otherwise provided for by the regulations adopted by the members.

ARTICLE IX - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

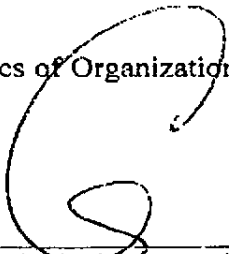
The remaining members of the Limited Liability Company shall only be entitled to continue the business by unanimous consent of all remaining members, unless otherwise provided for by the regulations adopted by the members.

ARTICLE X - Effective Date

The Limited Liability Company's existence shall begin at the date and time specified below:


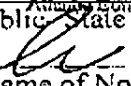
The effective date of the issuance of the Certificate of Organization for the Limited Liability Company shall be at 12:01 a.m., E.S.T, on February 15, 2005.

The undersigned has executed the foregoing Articles of Organization on this 15th day of February, 2005.


Constantine Kalogianis, Managing Member

STATE OF FLORIDA
COUNTY OF PASCO

SWORN AND SUBSCRIBED to before me this 15th day of February, 2005. Personally known to me or produced (form of ID) Known To Me as identification.

 Alan T. Benz
Commission #00226684
Expires: Jun 08, 2007
Bonded Thru
Arthur's Bonding Co., Inc.
Notary Public, State of Florida
 ALAN T. BENZ
Printed Name of Notary

My Commission expires: